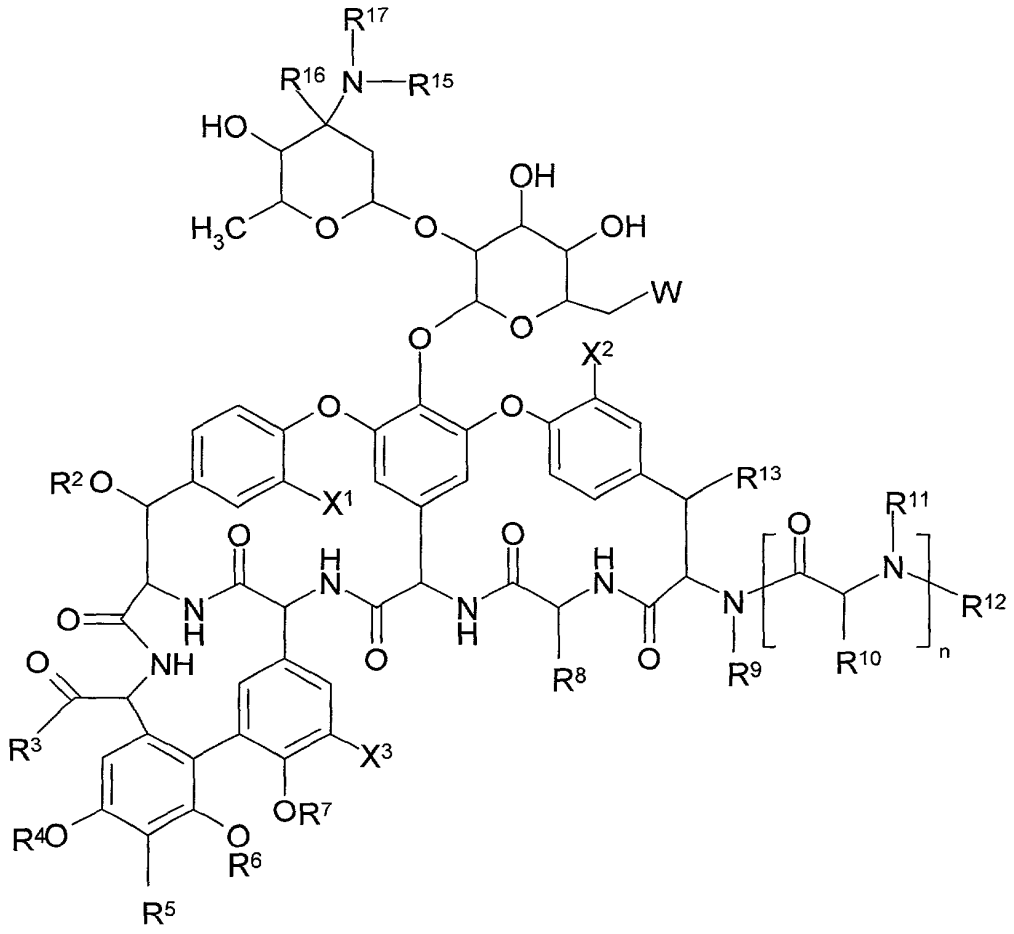
WHAT IS CLAIMED IS:

1. A compound of formula I:



I

wherein

R^2 is hydrogen or a saccharide group optionally substituted with $-R^a-Y-R^b-(Z)_x$;

R^3 is $-OR^c$, $-NR^cR^c$, $-O-R^a-Y-R^b-(Z)_x$, $-NR^c-R^a-Y-R^b-(Z)_x$, $-NR^cR^e$, or $-O-R^e$;

R^4 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, $-R^a-Y-R^b-(Z)_x$, $-C(O)R^d$ and a saccharide group optionally substituted with $-R^a-Y-R^b-(Z)_x$;

R^5 is selected from the group consisting of hydrogen, halo, $-CH(R^c)-NR^cR^c$, $-CH(R^c)-NR^cR^e$ and $-CH(R^c)-NR^c-R^a-Y-R^b-(Z)_x$;

R^6 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, $-R^a-Y-R^b-(Z)_x$, $-C(O)R^d$ and a saccharide group optionally substituted with $-NR^c-R^a-Y-R^b-(Z)_x$, or R^5 and R^6 can be joined, together with the atoms to which they are attached, form a heterocyclic ring optionally substituted with $-NR^c-R^a-Y-R^b-(Z)_x$;

R^7 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl,$-R^a-Y-R^b-(Z)_x$, and $-C(O)R^d$;

R^8 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^9 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^{10} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic; or R^8 and R^{10} are joined to form $-Ar^1-O-Ar^2-$, where Ar^1 and Ar^2 are independently arylene or heteroarylene;

R^{11} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic, or R^{10} and R^{11} are joined, together with the carbon and nitrogen atoms to which they are attached, to form a heterocyclic ring;

R^{12} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic, $-C(O)R^d$, $-C(NH)R^d$, $-C(O)NR^cR^c$, $-C(O)OR^d$, $-C(NH)NR^cR^c$ and $-R^a-Y-R^b-(Z)_x$, or R^{11} and R^{12} are joined, together with the nitrogen atom to which they are attached, to form a heterocyclic ring;

R^{13} is selected from the group consisting of hydrogen or $-OR^{14}$;

R^{14} is selected from hydrogen, $-C(O)R^d$ and a saccharide group;

R^{15} is hydrogen or $-R^a-Y-R^b-(Z)_x$;

R^{16} is hydrogen or methyl;

R^{17} is hydrogen, alkyl or substituted alkyl;

each R^a is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

each R^b is independently selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R^b is not a covalent bond when Z is hydrogen;

each R^c is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and $-C(O)R^d$;

each R^d is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^e is a saccharide group;

W is selected from the group consisting of $-OR^c$, $-SR^c$, $-S-S-R^d$, $-NR^cR^c$, $-S(O)R^d$, $-SO_2R^d$, $-NR^cC(O)R^d$, $-OSO_2R^d$, $-OC(O)R^d$, $-NR^cSO_2R^d$, $-C(O)NR^cR^c$, $-C(O)OR^c$, $-C(NR^c)OR^c$, $-SO_2NR^cR^c$, $-SO_2OR^c$, $-P(O)(OR^c)_2$, $-P(O)(OR^c)NR^cR^c$, $-OP(O)(OR^c)_2$, $-OP(O)(OR^c)NR^cR^c$, $-OC(O)OR^d$, $-NR^cC(O)OR^d$,

$-NR^cC(O)NR^cR^c$, $-OC(O)NR^cR^c$, $-NR^cSO_2NR^cR^c$; $-N^+(R^c)=CR^cR^c$, $-N=P(R^d)_3$, $-N^+(R^d)_3$, $-P^+(R^d)_3$, $-C(S)OR^d$, and $-C(S)SR^d$;

X^1, X^2 and X^3 are independently selected from hydrogen or chloro;

each Y is independently selected from the group consisting of oxygen, sulfur, $-S-S-$, $-NR^c-$, $-S(O)-$, $-SO_2-$, $-NR^cC(O)-$, $-OSO_2-$, $-OC(O)-$, $-NR^cSO_2-$, $-C(O)NR^c-$, $-C(O)O-$, $-SO_2NR^c-$, $-SO_2O-$, $-P(O)(OR^c)O-$, $-P(O)(OR^c)NR^c-$, $-OP(O)(OR^c)O-$, $-OP(O)(OR^c)NR^c-$, $-OC(O)O-$, $-NR^cC(O)O-$, $-NR^cC(O)NR^c-$, $-OC(O)NR^c-$ and $-NR^cSO_2NR^c-$;

each *Z* is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocyclic;

n is 0, 1 or 2;

x is 1 or 2;

and pharmaceutically acceptable salts, stereoisomers and prodrugs thereof;

provided that at least one of R^{15}, R^2, R^3, R^4, R^5, R^6, R^7 or R^{12} has a substitutent of the formula $-R^a-Y-R^b-(Z)_x$;

and further provided that:

(i) when Y is $-NR^c-$, R^c is alkyl of 1 to 4 carbon atoms, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(ii) when Y is $-C(O)NR^c-$, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(iii) when Y is sulfur, Z is hydrogen and R^b is alkylene, then R^b contains at least 7 carbon atoms; and

(iv) when Y is oxygen, Z is hydrogen and R^b is alkylene, then R^b contains at least 11 carbon atoms.

2. The compound of Claim 1, wherein R^2 is hydrogen and R^{13} is -OH.

3. The compound of Claim 2, wherein R^4, R^6 and R^7 are each hydrogen.

4. The compound of Claim 3, wherein R^8 is $-CH_2C(O)NH_2$.

5. The compound of Claim 4, wherein R^9 is hydrogen; R^{10} is isobutyl; R^{11} is methyl; and R^{12} is hydrogen.

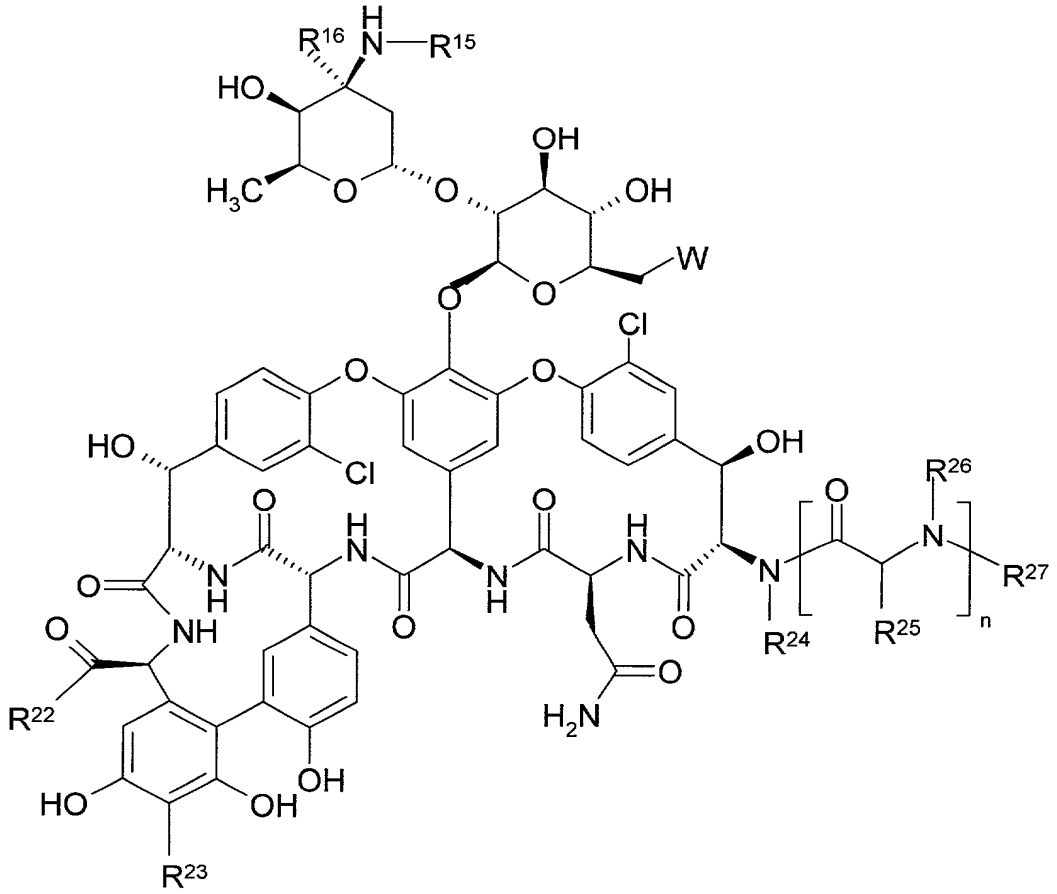
6. The compound of Claim 5, wherein R^5 is hydrogen, $-CH_2-NHR^c$, $-CH_2-NR^cR^e$ and $-CH_2-NH-R^a-Y-R^b-(Z)_x$.

7. The compound of Claim 6, wherein R^3 is $-OR^c$ or $-NR^cR^c$.

8. The compound of Claim 7, wherein R^3 is -OH and R^5 is hydrogen.

9. The compound of Claim 8, wherein R^{15} is $-R^a-Y-R^b-(Z)_x$.

10. A compound of formula II:



II

wherein

R^{15} is hydrogen or $-R^a-Y-R^b-(Z)_x$;

R^{16} is hydrogen or methyl;

R^{22} is $-OR^c$, $-NR^cR^c$, $-O-R^a-Y-R^b-(Z)_x$ or $-NR^c-R^a-Y-R^b-(Z)_x$;

R^{23} is selected from the group consisting of hydrogen, halo, $-CH(R^c)-NR^cR^c$, $-CH(R^c)-R^e$ and $-CH(R^c)-NR^c-R^a-Y-R^b-(Z)_x$;

R^{24} is selected from the group consisting of hydrogen and lower alkyl;

R^{25} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl,

substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^{26} is selected from the group consisting of hydrogen and lower alkyl; or R^{25} and R^{26} are joined, together with the carbon and nitrogen atoms to which they are attached, to form a heterocyclic ring;

R^{27} is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic, $-C(O)R^d$, $-C(NH)R^d$, $-C(O)NR^cR^c$, $-C(O)OR^d$, $-C(NH)NR^cR^c$ and $-R^a-Y-R^b-(Z)_x$, or R^{26} and R^{27} are joined, together with the nitrogen atom to which they are attached, to form a heterocyclic ring;

each R^a is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

each R^b is independently selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R^b is not a covalent bond when Z is hydrogen;

each R^c is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and $-C(O)R^d$;

each R^d is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R^e is an aminosaccharide group;

W is selected from the group consisting of $-OR^c$, $-SR^c$, $-S-S-R^d$, $-NR^cR^c$, $-S(O)R^d$, $-SO_2R^d$, $-NR^cC(O)R^d$, $-OSO_2R^d$, $-OC(O)R^d$, $-NR^cSO_2R^d$, $-C(O)NR^cR^c$, $-C(O)OR^c$, $-C(NR^c)OR^c$, $-SO_2NR^cR^c$, $-SO_2OR^c$, $-P(O)(OR^c)_2$, $-P(O)(OR^c)NR^cR^c$, $-OP(O)(OR^c)_2$, $-OP(O)(OR^c)NR^cR^c$, $-OC(O)OR^d$, $-NR^cC(O)OR^d$,

$-NR^cC(O)NR^cR^c$, $-OC(O)NR^cR^c$, $-NR^cSO_2NR^cR^c$; $-N^+(R^c)=CR^cR^c$, $-N=P(R^d)_3$, $-N^+(R^d)_3$, $-P^+(R^d)_3$, $-C(S)OR^d$, and $-C(S)SR^d$;

each Y is independently selected from the group consisting of oxygen, sulfur, $-S-S-$, $-NR^c-$, $-S(O)-$, $-SO_2-$, $-NR^cC(O)-$, $-OSO_2-$, $-OC(O)-$, $-NR^cSO_2-$, $-C(O)NR^c-$, $-C(O)O-$, $-SO_2NR^c-$, $-SO_2O-$, $-P(O)(OR^c)O-$, $-P(O)(OR^c)NR^c-$, $-OP(O)(OR^c)O-$, $-OP(O)(OR^c)NR^c-$, $-OC(O)O-$, $-NR^cC(O)O-$, $-NR^cC(O)NR^c-$, $-OC(O)NR^c-$ and $-NR^cSO_2NR^c-$;

each *Z* is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocyclic;

n is 0, 1 or 2;

x is 1 or 2;

and pharmaceutically acceptable salts, stereoisomers and prodrugs thereof;

provided that at least one of R^{15}, R^{22}, R^{23} or R^{27} has a substitutent of the formula $-R^a-Y-R^b-(Z)_x$;

and further provided that:

(i) when Y is $-NR^c-$, R^c is alkyl of 1 to 4 carbon atoms, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(ii) when Y is $-C(O)NR^c-$, Z is hydrogen and R^b is alkylene, then R^b contains at least 5 carbon atoms;

(iii) when Y is sulfur, Z is hydrogen and R^b is alkylene, then R^b contains at least 7 carbon atoms; and

(iv) when Y is oxygen, Z is hydrogen and R^b is alkylene, then R^b contains at least 11 carbon atoms.

11. The compound of Claim 10, wherein R^{24} is hydrogen; R^{25} is isobutyl; R^{26} is methyl; and R^{27} is hydrogen.

12. The compound of Claim 11, wherein R^{22} is $-OH$.

13. The compound of Claim 12, wherein R^{23} is hydrogen.

14. The compound of Claim 13, wherein R^{15} is $-R^a-Y-R^b-(Z)_x$.

15. The compound of Claim 9 or 14, wherein *W* is $-NH_2$.

16. The compound of Claim 15, wherein the $-R^a-Y-R^b-(Z)_x$ group is selected from the group consisting of:

$-CH_2CH_2-NH-(CH_2)_9CH_3$;

$-CH_2CH_2CH_2-NH-(CH_2)_8CH_3$;

$-CH_2CH_2CH_2CH_2-NH-(CH_2)_7CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_9CH_3$;

$-CH_2CH_2-NHSO_2-(CH_2)_{11}CH_3$;

$-CH_2CH_2-S-(CH_2)_8CH_3$;

$-CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_{10}CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_8CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_9CH_3$;

$-CH_2CH_2CH_2-S-(CH_2)_3-CH=CH-(CH_2)_4CH_3$ (*trans*);

$-CH_2CH_2CH_2CH_2-S-(CH_2)_7CH_3$;

$-CH_2CH_2-S(O)-(CH_2)_9CH_3$;

$-CH_2CH_2-S-(CH_2)_6Ph$;

$-CH_2CH_2-S-(CH_2)_8Ph$;

$-CH_2CH_2CH_2-S-(CH_2)_8Ph$;

$-CH_2CH_2-NH-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2-NH-CH_2$-4-[4-$(CH_3)_2CHCH_2$-]-Ph;

$-CH_2CH_2-NH-CH_2$-4-(4-CF_3-Ph)-Ph;

$-CH_2CH_2-S-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2-S(O)-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2CH_2-S-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2CH_2-S(O)-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2CH_2-S-CH_2$-4-[3,4-di-Cl-PhCH_2O-)-Ph;

$-CH_2CH_2-NHSO_2-CH_2$-4-[4-(4-Ph)-Ph]-Ph;

$-CH_2CH_2CH_2-NHSO_2-CH_2$-4-(4-Cl-Ph)-Ph;

$-CH_2CH_2CH_2-NHSO_2-CH_2$-4-(Ph-C≡C-)-Ph;

$-CH_2CH_2CH_2-NHSO_2-$4-(4-Cl-Ph)-Ph; and

$-CH_2CH_2CH_2-NHSO_2-$4-(naphth-2-yl)-Ph.

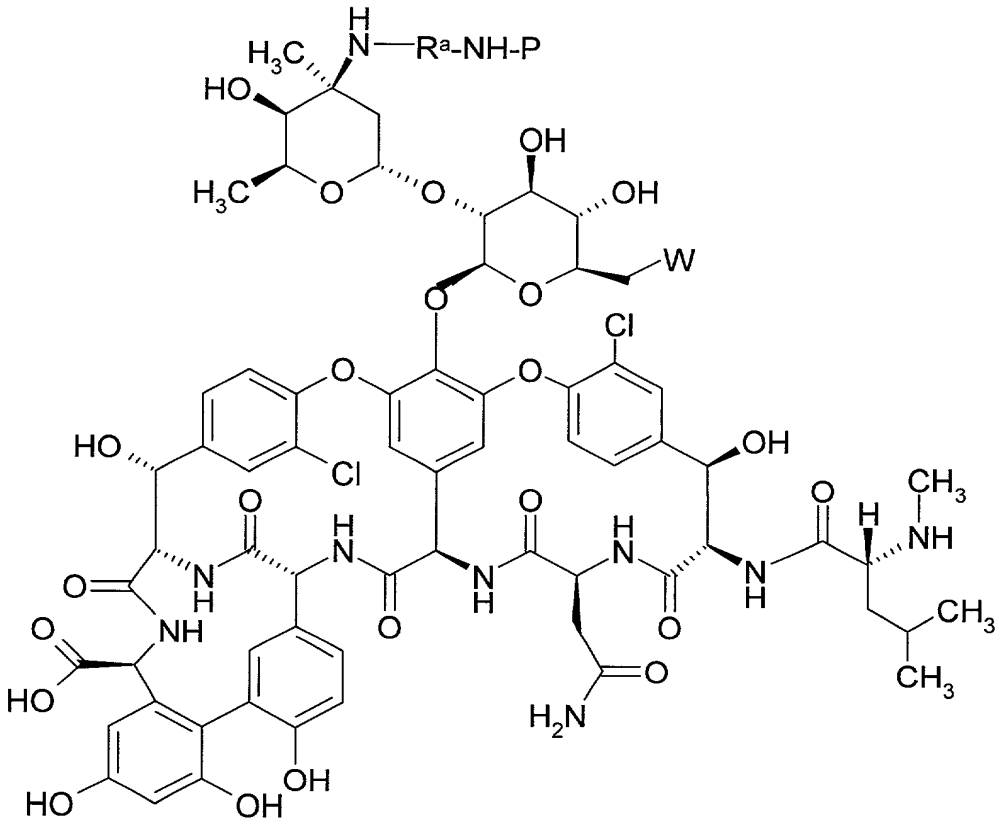
17. A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or 10.

18. The pharmaceutical composition of Claim 17, wherein the composition further comprises a cyclodextrin.

19. A method of treating a mammal having a bacterial disease, the method comprising administering to the mammal a pharrmaceutical composition comprising a pharmaceutically-acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or 10.

20. A compound as shown in any of Tables I, II, III or IV, or a pharmaceutically-acceptable salts thereof.

21. A compound of the formula:



wherein

R^a is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

W is selected from the group consisting of $-OR^c$, $-SR^c$, $-S-S-R^d$, $-NR^cR^c$, $-S(O)R^d$, $-SO_2R^d$, $-NR^cC(O)R^d$, $-OSO_2R^d$, $-OC(O)R^d$, $-NR^cSO_2R^d$, $-C(O)NR^cR^c$, $-C(O)OR^c$, $-C(NR^c)OR^c$, $-SO_2NR^cR^c$, $-SO_2OR^c$, $-P(O)(OR^c)_2$, $-P(O)(OR^c)NR^cR^c$, $-OP(O)(OR^c)_2$, $-OP(O)(OR^c)NR^cR^c$, $-OC(O)OR^d$, $-NR^cC(O)OR^d$, $-NR^cC(O)NR^cR^c$, $-OC(O)NR^cR^c$, $-NR^cSO_2NR^cR^c$; $-N^+(R^c)=CR^cR^c$, $-N=P(R^d)_3$, $-N^+(R^d)_3$, $-P^+(R^d)_3$, $-C(S)OR^d$, and $-C(S)SR^d$;

P is hydrogen or a protecting group;

and salts thereof.